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CLERK U.S. BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
BY *kg* Deputy Clerk

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CLERK U.S. BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA

ENTERED

JAN 22 2004

CLERK U.S. BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
BY *kg* Deputy ClerkCounsel for Consolidated Freightways Corporation  
of Delaware, et al., Debtors and Debtors-in-Possession  
and[Proposed] Counsel for the CFCD 2002 LLC, CFCD  
2002A LLC, CFCD 2002 Member LLC and CFCD  
2002A Member LLC, Debtors and Debtors-in-  
PossessionUNITED STATES BANKRUPTCY COURT  
CENTRAL DISTRICT OF CALIFORNIA  
RIVERSIDE DIVISION

In re

CONSOLIDATED FREIGHTWAYS  
CORPORATION OF DELAWARE, et al.

Debtors.

Fed. Tax I.D. No. 94-1444797

Case No.: RS 02-24284 MG

Chapter 11

(Jointly Administered with Case Nos.  
RS-02-24289-MG; RS-02-24287-MG;  
RS-02-24293-MG; RS-02-24294-MG; RS-  
02-24295-MG; RS-03-11603-MG, RS-03-  
11608-MG, RS-03-11610-MG, and RS-03-  
11615-MG)

[No Hearing Required]

Judge: Hon. Mitchel R. Goldberg

**STIPULATION WITH C. MILLER FOR LIMITED RELIEF FROM AUTOMATIC  
STAY; ~~PROPOSED~~ ORDER THEREON**TO THE HONORABLE MITCHEL R. GOLDBERG, UNITED STATES BANKRUPTCY  
JUDGE, THE OFFICE OF THE UNITED STATES TRUSTEE, THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS AND OTHER PARTIES IN INTEREST:

1 This stipulation (this "Stipulation") is entered into by and between Consolidated  
2 Freightways Corporation of Delaware ("CFCD"), together with its affiliated debtors<sup>1</sup> in the  
3 above-captioned chapter 11 cases (these "Cases"), and Colleen Miller ("Movant"), by and  
4 through their respective counsel, and is made with reference to the following facts:

5 1. On September 3, 2002 (the "Petition Date"), the CF Debtors filed petitions  
6 for relief under chapter 11 of Title 11 of the United States Code, §§ 101 *et seq.* (the "Bankruptcy  
7 Code") and on February 3, 2003, the LLC Debtors filed petitions for relief under chapter 11 of  
8 the Bankruptcy Code.

9 2. Movant desires to file a complaint (the "Action") against certain of the  
10 Debtors in the Hennepin County District Court, Minnesota (the "Non-Bankruptcy Forum"), for,  
11 among other things, an accident that occurred on December 4, 2001.

12 3. Movant is unable to file the Action because of section 362(a) of the  
13 Bankruptcy Code (the "Automatic Stay").

14 4. On or about January 6, 2004, Movant requested that the Debtors enter into  
15 this Stipulation to grant Movant limited relief from the automatic stay to allow Movant to file the  
16 Action and to allow the Action to proceed so that Movant may recover against any applicable  
17 insurance carriers of the Debtors, if any, state agencies or similar sources for insurance or similar  
18 proceeds for payment of any judgment rendered in regards to, or any settlement reached with  
19 respect to, the Action.

20 5. The Debtors and Movant desire to enter into this Stipulation in order to  
21 avoid the costs of proceedings regarding the Action in this Court and in the Non-Bankruptcy  
22 Forum. The Debtors believe that the terms of this Stipulation are in the best interests of all  
23 parties, including the Debtors, their creditors and their estates.

24 6. The Debtors are authorized under that certain Order Authorizing the  
25 Debtors to Enter into Stipulations Modifying Automatic Stay and Compromising Certain Claims

26 <sup>1</sup> Consolidated Freightways Corporation, Redwood Systems, Inc., CF Airfreight Corporation,  
27 Leland James Service Corporation and CF MovesU.com Incorporated (together with CFCD,  
28 collectively, the "CF Debtors") and CFCD 2002 LLC, CFCD 2002A LLC, CFCD 2002 Member LLC  
and CFCD 2002A Member LLC (collectively, the "LLC Debtors" and together with the CF Debtors, the  
"Debtors").

1 entered by this Court on June 26, 2003 (the "Compromise Order"), to enter into and file this  
2 Stipulation with the Court.

3 7. Pursuant to the Compromise Order, the Debtors have served this  
4 Stipulation on the Official Committee of Creditors holding Unsecured Claims appointed in these  
5 Cases, General Electric Capital Corporation and the United States Trustee, but none of these  
6 parties submitted an objection to the Stipulation timely.

7 8. Pursuant to the Compromise Order, the Stipulation will be fully effective  
8 upon entry of an order of the Court approving the Stipulation.

9 WHEREFORE, in consideration of the foregoing, the Debtors, in their capacity as  
10 debtors and debtors-in-possession, and Movant, by and through their respective counsel, hereby  
11 stipulate and agree as follows:

12 A. The Debtors agree to limited relief from the automatic stay being granted  
13 in favor of Movant (i) to allow Movant to file the Action and to allow the Action to proceed to a  
14 decision in the Non-Bankruptcy Forum and judgment to be rendered thereon and (ii) in the event  
15 that Movant is the prevailing party in connection with the Action, to allow Movant to pursue any  
16 applicable insurance carriers of the Debtors, state agencies or similar sources for payment of any  
17 judgment rendered in regards to, or any settlement reached with respect to, the Action, so long as  
18 Movant does not seek recovery from any of the Debtors' estates;

19 B. In the event a judgment in the Action is rendered in Movant's favor or a  
20 settlement is reached with respect to the Action, Movant shall seek satisfaction of such judgment  
21 or payment of any amounts awarded to Movant in such settlement solely from applicable  
22 insurance, if any, state agencies or similar sources. Movant, on behalf of herself and her heirs,  
23 representatives and assigns, does hereby expressly waive and release any right she has or might  
24 assert to recover from the Debtors and their estates, and their respective heirs, successors,  
25 assigns, affiliates, officers, directors and employees, their estates or their assets (other than any  
26 of the Debtors' applicable insurance policies) any portion of such judgment or settlement amount  
27 or any other amount or expense arising from or related to the Action or the claims asserted  
28 therein;

1 C. Any proof of claim filed by Movant in these Cases is hereby deemed to be  
2 withdrawn without further order of the Court and the Debtors' claims agent is hereby authorized  
3 and directed to remove any such proof of claim from the Debtors' claims register; provided,  
4 however, that the withdrawal of such proof of claim shall not prejudice Movant's ability to  
5 collect her claim from any applicable insurance carrier, if any, state agencies or similar sources;

6 D. The agreement by the Debtors to the modification of the Automatic Stay  
7 on the terms and conditions set forth herein shall not be deemed an agreement by the Debtors to  
8 provide assistance to or to cooperate with Movant in any way in the efforts of Movant to  
9 prosecute the Action or secure payment in satisfaction of a judgment in Movant's favor or  
10 payment of any amounts awarded Movant in satisfaction of a settlement in relation to the Action  
11 from any applicable insurance carrier, if any, state agencies or similar sources. The Debtors shall  
12 not be subject to onerous discovery requests or demands or incur unreasonable expenses related  
13 thereto or otherwise in the Action. This Court shall have exclusive jurisdiction over all disputes  
14 between the Debtors and Movant arising from or relating to this Stipulation and from the  
15 Debtors' involvement in the Action, including, but not limited to, any disputes regarding  
16 discovery requests or demands;

17 E. Nothing contained herein shall be deemed an admission of liability on the  
18 part of the Debtors with respect to any claim asserted in the Action;

19 F. Nothing in this Stipulation shall be deemed to waive any defense or claim  
20 by any party to this Stipulation, except as specifically provided herein; and

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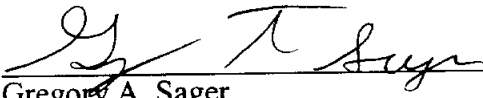
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1 G. This Stipulation will be effective immediately upon approval by this  
2 Court.

3 Dated: January 7, 2004

LATHAM & WATKINS LLP

4  
5 By   
6 Gregory A. Sager  
7 Counsel for CF Debtors and Debtors-in-  
8 Possession and [Proposed] Counsel for LLC  
9 Debtors and Debtors-in-Possession

10  
11 Dated: January \_\_, 2004

LAW OFFICE OF JAMES E. BETZ

12 By \_\_\_\_\_  
13 James E. Betz  
14 2140 4<sup>th</sup> Avenue North  
15 Anoka, Minnesota 55303  
16 Attorney for Movant

17 **IT IS SO ORDERED.**

18 Dated: \_\_\_\_\_, 2003

19 \_\_\_\_\_  
20 The Honorable Mitchel R. Goldberg  
21 United States Bankruptcy Judge  
22  
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28

1 G. This Stipulation will be effective immediately upon approval by this  
2 Court.

3 Dated: January \_\_, 2004

LATHAM & WATKINS LLP

4

5

By

Gregory A. Sager  
Counsel for CF Debtors and Debtors-in-  
Possession and [Proposed] Counsel for LLC  
Debtors and Debtors-in-Possession

6

7

8

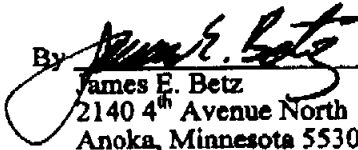
9 Dated: January 7, 2004

LAW OFFICE OF JAMES E. BETZ

10

11

By

  
James E. Betz  
2140 4<sup>th</sup> Avenue North  
Anoka, Minnesota 55303  
Attorney for Movant

12

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IT IS SO ORDERED.

16

Dated: JAN 21 2004, 2003

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18

  
The Honorable Mitchel R. Goldberg  
United States Bankruptcy Judge

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In re  CONSOLIDATED FREIGHTWAYS CORPORATION OF DELAWARE, a Delaware corporation, et al.,  Debtor.  Fed. Tax I.D. No. 94-1444797	Case No. RS 02-24284- MG  Chapter 11  (Jointly Administered with Case Nos. RS-02-24289-MG; RS-02-24287-MG; RS-02-24293-MG; RS-02-24294-MG; RS-02-24295-MG; RS-03-11603-MG, RS-03-11608-MG, RS-03-11610-MG, and RS-03-11615-MG)
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## NOTICE OF ENTRY OF JUDGMENT OR ORDER AND CERTIFICATE OF MAILING

TO ALL PARTIES IN INTEREST:

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021, that a judgment or order entitled, **"ORDER APPROVING STIPULATION WITH C. MILLER FOR LIMITED RELIEF FROM AUTOMATIC STAY,"** was entered on JAN 22 2004.

2. I hereby certify that I mailed a copy of this Notice of Entry and a true copy of the order or judgment to the noticing agent for service to the persons and entities on the attached service list on JAN 22 2004.

Dated: JAN 22 2004

**JON D. CERETTO**  
Clerk of the Bankruptcy Court

By: Karen E. Gorman  
Deputy Clerk

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**PROOF OF SERVICE**

I am a resident of the State of California, over the age of eighteen years, and not a party to the within action. My business address is Latham & Watkins LLP, 633 West Fifth Street, Suite 4000, Los Angeles, California 90071. On January 21, 2004, I caused the foregoing to be served:

**STIPULATION WITH C. MILLER FOR LIMITED RELIEF FROM AUTOMATIC STAY; [PROPOSED] ORDER THEREON**

I caused the above document(s) to be deposited for facsimile transmission in accordance with the office practice of Latham & Watkins LLP for collecting and processing facsimiles. I am familiar with the office practice of Latham & Watkins LLP for collecting, processing, and transmitting facsimiles, which practice is that when a facsimile is deposited with the Latham & Watkins LLP personnel responsible for facsimiles, such facsimile is transmitted that same day in the ordinary course of business. The facsimile of the above document(s) was transmitted to the following parties: See the attached Facsimile List.

X I caused a sealed envelope or package containing the document(s) to be placed in a post office, mailbox, sub-post office, substation, mail chute, or other like facility regularly maintained by the United States Postal Service for receipt of U.S. Mail, with U.S. Mail postage paid, addressed to all parties listed on the attached service list.

I caused such envelope to be delivered by Federal Express or Hand Delivery to the offices of the addressee(s). See attached Service List.

I caused a pdf version of this document to be delivered via electronic mail to the attached Service List.

I declare under penalty of perjury that the above is true and correct.

Executed on January 21, 2004, at Los Angeles, California.

  
Colleen Greenwood

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